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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 7, 2000

JOINT PETITION OF

MCI WORLDCOM, INC.

and

CASE NO. PUC990244

SPRINT CORPORATION

For approval to transfer
control of Sprint Corporation's
Virginia Operating Subsidiaries
to MCI WorldCom, Inc.

PROTECTIVE ORDER

On December 17, 1999, MCI WorldCom, Inc. ("MCI"), and Sprint Corporation ("Sprint") (collectively, "Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in Sprint becoming a wholly owned subsidiary of MCI. On March 2, 2000, counsel for Petitioners requested that the Commission issue a Protective Order setting forth the procedures by which confidential information can be handled generally in this proceeding.

UPON CONSIDERATION of Petitioners' request, the Commission is of the opinion and finds that a Protective Order should be entered. Accordingly,

IT IS ORDERED THAT any documents, materials, and information to be produced by Petitioners, either for themselves or for their affiliates, or to be produced by any other party ("Other Party") in this proceeding in response to the Commission's Orders, Commission Staff's ("Staff") or Other Parties' data requests or properly propounded interrogatories or requests for production of documents, which documents, materials, or information the producing party designates as confidential ("Confidential Information"), shall be examined and used only in accordance with the following conditions:

(1) All Confidential Information produced by Petitioners, Staff, or Other Parties shall be used solely for the purposes of this proceeding (including appeals).

(2) Access to Confidential Information shall be specifically limited to Petitioners, Staff, or Other Parties, their counsel and expert witnesses, and to support personnel who are working on this case under the direction of their counsel or expert witnesses and to whom it is necessary that the Confidential Information be shown for the purposes of this proceeding. In order to obtain access to such information, the Staff witnesses and their attorneys are hereby directed to treat all Confidential Information received in connection with this case as set forth in this Protective Order. In order to obtain access to such information, Petitioners and all Other Parties,

their counsel and expert witnesses shall sign an Agreement to Adhere to this Protective Order ("Agreement") which is Attachment A to this Protective Order. Staff counsel and expert witnesses are not required to sign the Agreement. All Agreements must be properly forwarded to the producing party upon execution.

(3) In the event that Petitioners, Staff, or Other Parties seek permission to grant access to any Confidential Information to any person other than the persons described in paragraph (2) above, the party desiring permission shall seek a stipulation from counsel for the producing party. The producing party shall be under no obligation to furnish Confidential Information to persons other than those described in paragraph (2) above unless specifically ordered by the Commission to do so. Parties are encouraged, however, to seek stipulations to the maximum extent practicable. In the event of a negative response, the party seeking disclosure permission may apply to the Commission for such permission.

(4) In the event that Petitioners or Other Parties contend (in addition to or in lieu of confidentiality) that they (a) should not be required to produce specific documents, materials or information due to their commercial or competitive nature ("Competitively Sensitive Information"), or (b) should restrict access to Competitively Sensitive Information, Petitioners or

such Other Party shall bear the burden of proving that such specific documents, materials, or information should not be discoverable or access should be restricted, including a showing that the information cannot be adequately protected by an appropriate nondisclosure statement. For purposes of responding to data requests propounded by the Staff or Other Parties in this proceeding, the production and handling of Competitively Sensitive Information shall be governed by the terms of an appropriate nondisclosure agreement between the producing party and the Other Parties. While the Staff is bound by the terms of such an agreement, they are not required to execute it.

(5) A party withholding Competitively Sensitive Information from any participant¹ shall immediately provide all parties with a log enumerating all such information. The log shall specify the following about the information withheld:

- (i) the original requesting party;
- (ii) the data request number and date of the request;
- (iii) the type of information (e.g., computer-stored information, microfilm, letter, memorandum, policy circular, minute book, telegram, chart, etc.) or some other means of identifying it;
- (iv) its present location and custodian;
- (v) the nature of the information; and
- (vi) the basis for the claim that the information is Competitively Sensitive.

¹ For purposes of this Protective Order, the term "participant" means all parties and Staff.

The withholding party shall telefax updates to the log, if any, to all participants on the first occasion Competitively Sensitive Information is withheld from any participant, and thereafter on a weekly basis, for the duration of this proceeding. The obligations imposed by this paragraph shall be in addition to the withholding party's obligation to make specific objections to a data request that seeks Competitively Sensitive Information.

(6) The Clerk of the Commission is directed to maintain under seal all documents, materials, and information filed with the Commission in this proceeding which the producing party has designated, in whole or in part, as Confidential Information or Competitively Sensitive Information.

(7) In the event Petitioners, Staff, or Other Parties seek to introduce testimony, exhibits, or studies that disclose Confidential Information, the Staff or the party seeking such introduction shall:

(a) Notify the producing party at least three (3) days in advance of any hearing regarding testimony that is not prefiled unless a shorter period would not unduly prejudice the producing party.

(b) If such testimony is prefiled, file such testimony, exhibits, or studies deleting those parts that contain references to or portions of the designated

Confidential Information. The testimony, exhibits, or studies containing the Confidential Information filed with the Commission shall be kept under seal unless and until the Commission rules to the contrary. Each party shall, upon signing Attachment A to this Protective Order, receive a copy of those parts of the testimony, exhibits, or studies that contain references to or portions of the designated Confidential Information, and each party and counsel shall be bound by this Order insofar as it restricts the use of and granting of access to the Confidential Information.

(8) Oral testimony regarding Confidential Information, if ruled admissible by the Commission, will be taken in camera and that portion of the transcript recording such testimony shall be placed in the record under seal.

(9) In the event the Petitioners, Staff, or Other Parties seek to introduce at a hearing testimony, exhibits, or studies that disclose Competitively Sensitive Information, the Staff or the parties seeking such introduction shall notify the producing party at least ten (10) days in advance of any such hearing unless a shorter period is necessary or would not unduly prejudice the producing party. Any testimony regarding Competitively Sensitive Information shall be taken in camera and in the presence of only those persons who have been granted

access to the specific Competitively Sensitive Information pursuant to a nondisclosure agreement with the producing party and such other persons the Commission may designate and who upon designation agree to the terms of an appropriate nondisclosure agreement satisfactory to the Commission. That portion of the transcript recording such testimony shall be placed in the record under seal.

(10) In the event Petitioners, Staff, or Other Parties file with the Commission and serve on other participants other testimony, exhibits, or studies from which Competitively Sensitive Information has been deleted, the participant shall immediately notify all participants and provide them with a general description of the Competitively Sensitive Information that has been deleted. To satisfy this requirement, the participants shall refer to the specific entry or entries on the log required by Paragraph (5) of this Order, if applicable. Otherwise, the participants shall describe the deleted Competitively Sensitive Information by providing substantially the same information required by Paragraph (5). The notification shall be made by telefax on or before the first business day after the filing of the written testimony, exhibits, or studies. In the event Petitioners, Staff, or Other Parties seek to introduce testimony, exhibits, or studies containing reference to Competitively Sensitive Information at

the hearing, such notification shall be provided under the supervision of the Commission.

(11) No person authorized under this Protective Order to have access to Confidential Information shall disseminate, or communicate, or reveal any such Confidential Information to any person not specifically authorized under this Protective Order (or nondisclosure agreement entered into pursuant to Paragraph (4) of this Protective Order) to have access to such Confidential Information.

(12) At the conclusion of this proceeding (including any appeals), any originals or reproductions of any Confidential Information produced pursuant to this Order shall be returned by Petitioners and Other Parties to the producing party (or destroyed) if requested to do so by the producing party. At such time, any originals or reproductions of any Confidential Information in Staff's possession will be returned to the producing party, destroyed or kept with Staff's permanent work papers in a manner that will preserve the confidentiality of the Confidential Information. Insofar as the provisions of this Protective Order restrict the communications and use of the Confidential Information produced thereunder, such restrictions shall continue to be binding after the conclusion of this proceeding (including any appeals) as to the Confidential Information.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ATTACHMENT A

JOINT PETITION OF

MCI WORLDCOM, INC.

and

CASE NO. PUC990244

SPRINT CORPORATION

For an approval of agreement
and plan of merger

AGREEMENT TO ADHERE TO PROTECTIVE ORDER

I, _____, on behalf of and representing
_____, hereby acknowledge having read and
understood the terms of the Protective Order entered in this
proceeding by the Commission on _____, 2000, and agree
to treat all Confidential Information that I receive in
connection with this Case No. PUC990244 as set forth in that
Protective Order.

Signature: _____

On behalf of: _____